

2-213A017

Chicago and North Western
Transportation Company



One North Western Center
Chicago, Illinois 60606

Office of the Secretary
312-559-6156

July 28, 1992

RECORDATION NO

FILED 1425

JUL 31 1992 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

File No: A-12006
(L-371)

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Equipment Lease Agreement Dated as of June 1, 1983 between Marine Midland Leasing Corporation, as Lessor and Chicago and North Western Transportation Company, as Lessee assigned Recordation No. 14038 on June 13, 1983.

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreement are four (4) counterparts of a Bill of Sale dated December 30, 1991 covering 49 bi-level auto racks.

Enclosed is a check for \$16.00 to cover your recording fee. Our records indicate that the last filing was 14038-C. Please assign a sequential recordation number for the filing, retain one counterpart for your files, and return the remaining counterparts with the stamped recordation data.

Sincerely,

K. A. Dombrowski
Assistant Secretary

Enclosures

7

cc: J. E. Voldseth
M. H. Shumate
R. C. Gancarz

R. R. DeWitt
K. H. Lange
Arthur Andersen & Co. (Joe Adams)

(CSP41)a:\ICC\002(1)

JUL 31 10 31 AM '92

7/31/92

Interstate Commerce Commission
Washington, D.C. 20423

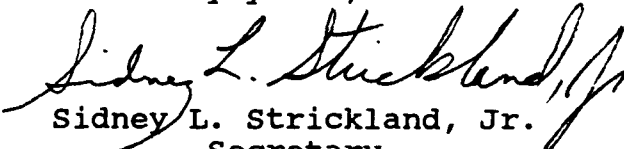
OFFICE OF THE SECRETARY

K.A. Dombrowski
Assistant Secretary
One North Western Center
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/31/92 at 10:45am, and assigned recordation number(s). 14038-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary



MARINE MIDLAND LEASING CORPORATION

One Marine Midland Center — Floor 25
Buffalo, New York 14203

RECORDATION NO

14038-D
FILED 1425

JUL 31 1992 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

DATE: December 30, 1991

SALE PRICE: \$357,968.45

DESCRIPTION OF PROPERTY: forty-nine (49) model number AB 15156 GLN
roofless bi-level auto racks with standard
height doors, as listed on the attached page

In consideration of the foregoing sale price, Marine Midland Leasing Corporation (Marine) hereby sells and transfers all of Marine's right, title and interest in and to the above described personal property to Chicago and North Western Transportation Company, the Buyer.

Marine makes this sale to the Buyer "AS IS, WHERE IS," WITHOUT ANY WARRANTY, EXPRESS OR IMPLIED, AS TO ANY MATTER WHATSOEVER INCLUDING, WITHOUT LIMITATION, THE EXISTENCE OF THE PROPERTY, THE CONDITION OF THE PROPERTY, ITS MERCHANTABILITY OR ITS FITNESS FOR GENERAL PURPOSES FOR ANY SPECIFIC PURPOSE.

MARINE MIDLAND LEASING CORPORATION

By

Jack B. Kolbas III
Assistant Vice President

Company: Chicago and North Western Transportation Company

Address: One North Western Center
165 North Canal Street
Chicago, IL 60606



member Hongkong Bank group


I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected ASSISTANT SECRETARY of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and custodian of the records, files and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of a Bill of Sale dated December 30, 1991 contained in the files of said Company concerning an Equipment Lease Agreement dated June 1, 1983 between Marine Midland Leasing Corporation, as Lessor and Chicago and North Western Transportation Company.

WITNESS my signature and the corporate seal of said Chicago and North Western Transportation Company this 28th day of July A.D., 1992.



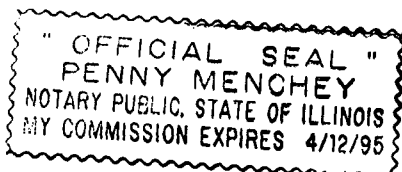
(Corporate Seal)


K. A. DOMBROWSKI
Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 28th day of July, 1992, before me, personally appeared K. A. DOMBROWSKI, to me known to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

(SEAL)




Notary Public